

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jared R. Friedmann
Sunny Singh
Jessie B. Mishkin

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- In re	: :	x
SEARS HOLDINGS CORPORATION, et al.,	:	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors.¹	:	(Jointly Administered)
----- x		

**REPLY DECLARATION OF JESSIE B. MISHKIN IN SUPPORT
OF DEBTORS' MOTION TO COMPEL TURNOVER OF ESTATE PROPERTY**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Pursuant to 28 U.S.C. § 1746, I, Jessie B. Mishkin, hereby declare as follows:

I am counsel with the law firm of Weil, Gotshal & Manges, LLP, representing the Debtors in the above captioned proceeding. I submit this Reply Declaration in Support of the Debtors' Motion for Turnover of Estate Property.

1. Attached as **Exhibit 1** is a true and correct copy of the Agenda of the Special Finance Committee of the Village of Hoffman Estates, dated March 4, 2019.
2. Attached as **Exhibit 2** is a true and correct copy of excerpts from Illinois Public Act 097-0636.
3. Attached as **Exhibit 3** is a true and correct copy of the Minutes of the Hoffman Estates Village Board, dated December 18, 2017.
4. Attached as **Exhibit 4** is a true and correct copy of the Minutes of the Hoffman Estates Village Board, dated December 19, 2016.
5. Attached as **Exhibit 5** is a true and correct copy of excerpts from the transcript of the Rule 30(b)(6) deposition of Mohsin Meghji, dated April 4, 2019.
6. Attached as **Exhibit 6** is a true and correct copy of the Agenda of the Special Finance Committee of the Village of Hoffman Estates, dated March 25, 2019, including minutes for the Special Finance Committee's March 4, 2019 meeting.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct.

Dated: April 11, 2019
New York, New York

By: /s/ Jessie B. Mishkin
Jessie B. Mishkin